

Peter C. Wright

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CAREER EXPERIENCE

The Dow Chemical Company, Midland, Michigan (since 1999)

Managing Counsel – Environmental Health & Safety (current title)

Environmental, Health & Safety Special Projects Counsel (prior title)

As part of the three lawyer Corporate Environmental Health & Safety group for the largest chemical company in the United States provide the principle counsel for the Mid-Michigan dioxin matters (under CERCLA, RCRA and NRD), principle environmental counsel for all significant merger and acquisition on a global basis and subject matter counsel for the RCRA, CAA, CWA, and TSCA. At the beginning of 2017, I assumed responsibility for half and then all of the Company's U.S. based Superfund and historic plant sites (another lawyer joined the group on July 31) while retaining my prior responsibilities.

Remediation Matters

- Provide legal support for half and then temporarily all of the Company's approximately 300 Superfund, State lead and other remediation sites ranging from some of the largest and most complex multi-party Superfund sites to smaller sites including former operating sites.
- Reorganized and continue to oversee outside counsel support for the Company's portfolio remediation sites to address the reduction of in house legal resources.
- Recognized with a special award for the oversight and reorganization efforts of the remediation portfolio in 2017.

Mid-Michigan Remediation Matters (since 2003 to present)

- Provided the principal counsel in negotiation of 13 Administrative Orders on Consent (since 2007) that address the CERCLA remediation of the Tittabawassee River and Floodplains, the Saginaw River and Saginaw Bay.
- Provide the principle counsel with ongoing negotiation with Federal, State and Tribal Trustees regarding Natural Resource Damage claims associated with the Tittabawassee River and Floodplain, Saginaw River and Saginaw Bay and City of Midland.

- Provide principal counsel with respect to off-site corrective action obligations under a RCRA permit for the City of Midland that lead to the completion of remediation of property in the City.
- Coordinating corrective action activities with the legal defense team for case filed by residents living along the Tittabawassee River seeking class action certification for claims for medical monitoring and property damage.

Merger and Acquisition Support

- Provide the Company's principle environmental health and safety related counseling on all major merger and acquisition matters and on many smaller around the world since 2010.
- Provided the principle environmental counseling on the divestiture of the Styron plastics business to Bain and divestiture of the chlorine business to Olin and continue to provide environmental integration counseling with respect to the Dow-Dupont merger and the acquisition of Dow Corning.
- Provide environmental counseling on the sales of businesses, chemical plants and real property and other commercial matters involving most countries in Europe and many countries in Asia, the Middle East and Latin America.

Environmental Regulatory Counseling

- Provide counseling on a broad range of regulatory matters under the CAA, RCRA, CWA, TSCA, FDA and other federal and state programs and international standards, including the Basel Convention.
- Provide counseling in support of regulatory enforcement matter related to the CAA and EPA's Audit Policy.
- Provide counseling with respect to various federal rulemakings including rules promulgated under the authority of the CAA, RCRA and the CWA.

Counsel – Business Law (September 2000 – April 2003)

One of four business law attorneys who provide business and liability counseling to four of the eight global businesses for the world's largest chemical companies. Primary responsibility for counseling on commercial law issues and coordinating legal support for specialized and global legal needs with members of the 137-attorney Global Legal Office and outside counsel as needed for the Market Facing Businesses, which are Dow Automotive, Industrial Biotechnology, Advanced Electronic Materials, Specialty Fibers, the Business Intelligence Center, Pharmaceutical Growth group and the Growth Center.

Commercial Counseling

- Provide commercial law counseling to Dow Automotive, the largest chemical supplier to the automotive industry with \$1 billion in annual sales, including drafting and reviewing product

sales, equipment sale, equipment lease, distributorship, consignment, contract manufacturing, Internet auction, web site design, service, consulting and confidentiality agreements with OEMs, tiered suppliers, consultants and joint venture partners.

- Provide legal counsel and coordinate with in-house counsel in Mexico, Canada, Latin America, Europe and the Pacific regarding joint ventures, joint development, sales, distributorship, contract manufacturing and consulting agreements for the automotive, pharmaceuticals, biotechnology, electronics and fibers.
- Reviewed public affairs responses, coordinated with OSHA in-house counsel on safety investigation and OSHA complaint and managed outside counsel in connection with release and waiver of potential claims by employees and contractors resulting from a plant explosion in Missouri.
- Drafted and negotiated the company's first transgenic plant-based biopharmaceutical manufacturing agreement for Industrial Biotech business with a subsidiary of Johnson & Johnson.
- Provided oversight of outside counsel in Rhode Island regarding a dispute and settlement of a \$300 million expansion of a biopharmaceutical contract manufacturing plant and recognized with a Performance Award for this work by the clients.
- Provide legal counsel to electronics chemical business, including drafting major supply agreements for Intel and IBM and drafting release settling \$200,000 claims related to alleged product defects.
- Provided counsel to clients on anti-trust issues associated with pricing, exclusive arrangements, industry meetings and conferences and regularly review presentations made to analysts, advertising and other publicity to avoid anti-trust, advertising and SEC liability.
- Provided liability counseling to business groups in a risk review process for the introduction of new products, selling of existing products into new markets and major changes to production processes for automotive, industrial biotech, electronics, fibers and pharmaceutical businesses.

Mergers and Acquisitions

- Completed acquisition and supported integration of European automotive business with annual sales of approximately \$300 million.
- Received a Special Recognition Award from the business for completing the sale of Kentucky chemical plant site, thus averting a shutdown and loss of jobs, that had been pending for over a year and a half and which required the preparation of two contract manufacturing agreements, a supply agreement and a non-compete agreement in four business days.
- Negotiated the company's first purchase of an environmental insurance policy in connection with the sale of a recently acquired plant site in Georgia in order to avoid providing an indemnity to the buyers.

Counsel – Environmental Health & Safety Law (January 1999 – September 2000)

One of four attorneys in the corporate EH&S law group with responsibility for counseling the corporate Air and Audit Expertise Centers on rulemaking matters and issuance of guidance related to the Clean Air Act, SARA, CERCLA release reporting matters and Environmental Audits and for

providing subject matter expertise support for the four plant site-based environmental attorneys, who have the primary responsibility for permitting and enforcement defense. Also conducted environmental due diligence associated with acquisitions and divestitures.

Clean Air Act Counseling

- Negotiated successful settlement with EPA and the Department of Justice to the D.C. Circuit challenge to the Pharmaceutical MACT standard, which substantially clarified the application and operation of these Air regulations and completed final negotiations to the D.C. Circuit challenges to the Hazardous Organic NESHAPS standard and the Polymer & Resins I & IV MACT standards.
- Prepared comprehensive rulemaking comment package regarding EPA's proposal to accelerate the phase out of certain ozone depleting substitutes used as blowing agents in the production of foam products.
- Provided counsel to Texas facility and the Texas site environmental lawyer regarding the applicability of a permitting exemption that resulted in substantial cost and time saving on a capital improvement project (received Special Recognition Award).
- Provided guidance to Texas plant sites regarding the relationship of startup, shutdown and maintenance releases and the obligations to report process upsets under Texas law.
- Drafted emissions trading agreement used to sell surplus emission credits.
- Prepared guidance documents regarding interpretations of the Hazardous Organic NESHAP rule regarding requirements, applicability to boilers, furnaces, incinerators, thermal oxidizers, reporting requirements, performance testing, and exemptions.
- Provided guidance on the applicability of a variety of NESHAPS and New Source Performance Standards, PSD and NSR issues on plant site operations in conjunction with Title V permitting applications, Annual Certificate of Compliance and repair and expansion projects at plants in Louisiana, Texas, Michigan, California, Arkansas, Kentucky, Ohio, Missouri and New Hampshire.
- Organized network of chemical company air attorneys for monthly conference calls and sharing of information and experience on Clean Air Act matters through the Chemical Manufacturers Association.

Release Reporting and Environmental Audit Counseling

- Negotiated the dismissal of an enforcement action brought by Illinois EPA regarding a release of company product at a customer's plant site.
- Leadership role in chemical industry opposition to EPA interpretation of federally permitted release reporting requirements.
- Prepared guidance for the company's management, all plant Responsible Care Leaders (18 sites) and State Regulatory Affairs Leaders in the United States on EPA's federally permitted release exemption interpretation, the requirement that a release be reported within 15 minutes and that the time of discovery should be reported to avoid unnecessary late reports and enforcement exposure.

- Implemented the company's first two uses of EPA's Audit Policy for facilities in Texas and Minnesota.
- Participated as an auditor at a weeklong audit of the hazardous waste management operations at a major chemical manufacturing plant in Louisiana.
- Prepared guidance and a procedure for the Audit Expertise Center on how to make the best use of EPA's Audit Policy and on state environmental audit privileges.

Bryan Cave LLC, St. Louis, Missouri
Counsel (April 1996 – January 1999)

Provided environmental, health and safety counsel as a member of 20-attorney Environmental client service group for a firm of then over 535 attorneys, which had nine domestic and six international offices. Represented chemical manufacturers, distributors, drug manufacturers, furniture manufacturers, automotive parts manufactures, steel manufacturers, lending institutions and individuals.

Environmental and Safety Counseling

- Provided environmental counsel three days a week from Monsanto's corporate offices to the company's plants and businesses, including the oversight of outside counsel while Monsanto's sole environmental attorney was on maternity leave.
- Provided counsel to various clients regarding underground storage tank matters including the obligation to remove tanks and the ability to seek recovery from the insurance tank fund.
- Provided OSHA counsel to Illinois steel manufacturer.
- Planned and conducted business unit audits for a corporate wide review of multi-billion dollar manufacturing organizations compliance program and comparison with the Federal Sentencing Guidelines.
- Counseled clients on Missouri and Illinois state environmental cleanup standards.
- Gave presentations sponsored by Government Institutes, Associated Industries of Missouri, and RCGA regarding RCRA Land Disposal rules, Release Reporting, Environmental Insurance, Record Retention, Risk Management Plans and Introduction to TSCA.

Litigation

- Prepared summary judgment motions and supporting memoranda in connection with successful defense and settlement of a cost recovery case involving a contaminated animal feed manufacturing site.
- Provided lead environmental counsel and supported the client's two litigation firms in multi-week arbitration matter involving a contractually based dispute between the current and former owner of a heavy industrial plant site in Missouri over the responsibility for a multi-million dollar remediation. Client prevailed on all counts.
- Provided supporting counsel in a federal criminal enforcement matter alleging RCRA and Clean Water Act violations in which the client was able to reach a settlement on the eve of trial without having to plead guilty to any felonies.